

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:	:	x
	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC., <u>et al.</u> ,	:	Case No. 08-35653 (KRH)
	:	
Debtors.	:	Jointly Administered
	:	
	:	
	:	
	:	
	:	x

SUMMARY OF EIGHTH INTERIM FEE APPLICATION OF DJM REALTY SERVICES, LLC FOR REIMBURSEMENT OF EXPENSES INCURRED AND ALLOWANCE AND PAYMENT OF COMPENSATION FOR SERVICES RENDERED FOR THE PERIOD AUGUST 1, 2010 THROUGH OCTOBER 31, 2010 AND FOR FINAL APROVAL OF REIMBURSEMENT OF EXPENSES INCURRED AND ALLOWANCE AND PAYMENT OF COMPENSATION FOR SERVICES RENDERED FOR THE PERIOD NOVEMBER 19, 2008 THROUGH OCTOBER 31, 2010

Name of applicant:	<u>DJM Realty Services, LLC</u>
Authorized to provide professional services to:	<u>Circuit City Stores, Inc., et al.</u>
Date of retention:	<u>11/19/08</u>
Interim Period for which compensation and reimbursement are sought:	<u>8/1/10 – 10/31/10</u>
Amount of compensation sought:	<u>\$90,837.50</u>
Amount of expense reimbursement sought:	<u>\$1,080.91</u>
Final Period for which compensation and reimbursement are sought:	<u>11/19/08 – 10/31/10</u>
Amount of compensation sought:	<u>\$1,896,796.31</u>
Amount of expense reimbursement sought:	<u>\$81,854.05</u>
This is: <u>X</u> an Interim Application and <u>X</u> a Final Application	

Summary of Fees and Expenses – November 19, 2008 through October 31, 2010

Period Covered	Fees Requested per Fee Statements	Expenses Requested	Fees Paid	Expenses Paid	Fees Outstanding	Expenses Outstanding
<u>First Interim Fee Period</u>						
11/19/08 - 1/31/09	\$1,687.50	\$11,735.07	\$1,687.50	\$11,735.07	\$0.00	\$0.00
<u>Second Interim Fee Period</u>						
2/1/09 - 4/30/09	\$740,606.69	\$37,289.22	\$740,606.69	\$37,289.22	\$0.00	\$0.00
<u>Third Interim Fee Period</u>						
5/1/09 - 7/31/09	\$465,310.37	\$0.00	\$465,310.37	\$0.00	\$0.00	\$0.00
<u>Fourth Interim Fee Period</u>						
8/1/09 - 10/31/09	\$526,012.50	\$30,314.68	\$526,012.50	\$30,314.68	\$0.00	\$0.00
<u>Fifth Interim Fee Period</u>						
11/1/09 - 1/31/10	\$17,062.50	\$1,434.17	\$17,062.50	\$1,434.17	\$0.00	\$0.00
<u>Sixth Interim Fee Period</u>						
2/1/10 - 4/30/10	\$53,654.25	\$0.00	\$53,654.25	\$0.00	\$0.00	\$0.00
<u>Seventh Interim Fee Period</u>						
5/1/10 - 7/31/10	\$1,625.00	\$0.00	\$1,625.00	\$0.00	\$0.00	\$0.00
<u>Eighth Interim Fee Period</u>						
8/1/10 - 10/31/10	\$90,837.50	\$1,080.91	\$0.00	\$0.00	\$90,837.50	\$1,080.91
TOTAL 11/19/08 - 10/31/10	\$1,896,796.31	\$81,854.05	\$1,805,958.81	\$80,773.14	\$90,837.50	\$1,080.91

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Debtors.	:		Jointly Administered
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**EIGHTH INTERIM FEE APPLICATION OF DJM REALTY SERVICES, LLC FOR
REIMBURSEMENT OF EXPENSES INCURRED AND ALLOWANCE AND PAYMENT
OF COMPENSATION FOR SERVICES RENDERED FOR THE PERIOD AUGUST 1,
2010 THROUGH OCTOBER 31, 2010 AND FOR FINAL APROVAL OF
REIMBURSEMENT OF EXPENSES INCURRED AND ALLOWANCE AND PAYMENT
OF COMPENSATION FOR SERVICES RENDERED FOR THE PERIOD NOVEMBER
19, 2008 THROUGH OCTOBER 31, 2010**

DJM Realty Services, LLC ("DJM") real estate consultant and advisor for Circuit City Stores, Inc., et al. (collectively the "Debtors" or the "Company"), files this eighth interim and final fee application (the "Application") for reimbursement of expenses and allowance and payment of compensation for services rendered from August 1, 2010 through October 31, 2010 (the "Eighth Interim Period") and for reimbursement of expenses and allowance and payment of compensation for services rendered from November 19, 2008 through October 31, 2010. In support of this Application, DJM respectfully represents the following:

BACKGROUND

1. On November 10, 2008 (the "Commencement Date"), the Debtors commenced with this Court voluntary cases under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

2. On December 12, 2008, the Debtors filed their Application For an Order Pursuant to 11 U.S.C. Sections 105 (a), 327(a), 328 and 1107 and Bankruptcy Rule 2014(a) Authorizing the Employment and Retention of DJM Realty Services, LLC, as Real Estate Consultant and Advisor to the Debtors effective November 19, 2008 (the "Employment Application") [Docket No.963]. A copy of the Employment Application is attached to this Application as Exhibit A.

3. The Employment Application was supported as to DJM by the Declaration of Andrew B. Graiser, a copy of which is included as part of Exhibit A.

4. On January 9, 2009 the Court entered its order (the "Employment Order") [Docket No.1436] authorizing the Debtors to retain DJM. A copy of the Employment Order is attached to this Application as Exhibit B. The Real Estate Consulting and Advisory Services Agreement and the four amendments thereto (collectively the "Agreement") executed by the Company and DJM are attached hereto as part of Exhibit A and as Exhibit A-1 respectively. The Agreement includes provisions for DJM to work on property dispositions. As set forth in Section 3(b) of the Agreement, DJM is entitled to receive fees for Lease dispositions in the amount of 3.75% of Gross Proceeds and for Owned Property dispositions in the amount of 3.25% of Gross Proceeds.

REIMBURSEMENT AND COMPENSATION REQUESTED

5. By this Application DJM requests that this Court authorize and order reimbursement of expenses in the total amount of \$81,854.05 and allowance of compensation for services rendered by DJM on behalf of the Debtors in the total amount of \$1,896,796.31, representing

fees earned. Of those totals reimbursement of \$80,773.14 of expenses has previously been approved on an interim basis and paid and \$1,805,958.81 of fees have previously been allowed on an interim basis and paid. The remaining \$1,080.91 of expenses and \$90,837.50 of fees were incurred during the Eighth Interim Period and have been paid to DJM. Invoices for all the relevant transactions and expenses are attached hereto as composite Exhibit C.

6. All services performed by DJM were incurred or performed for and on behalf of the Debtors and not for or on behalf of any other individual or entity. These expenses were incurred and services were rendered in discharge of DJM's responsibilities as real estate consultant and advisor for the Debtors. DJM's services have been substantial, necessary and of significant benefit to the Debtors and their estates.

7. No agreement or understanding exists between DJM and any other entity for the sharing of compensation to be received for services rendered in connection with this case.

SUMMARY OF SERVICES RENDERED AND FEES

8. Since the entry of the Employment Order, DJM worked closely with the Debtors and their advisors to maximize the return for estate creditors and has acted at all times in the best interests of creditors and other parties in interest in this case. Following is a summary of DJM's efforts:

(a) Disposition of Leases

DJM assisted the Debtors and the Debtor's other professionals in structuring and implementing a marketing and auction process for the disposition of certain of the Debtors' Leases. In that regard, DJM provided advice as to the form of marketing materials, transaction documents and auction bid procedures. DJM further assisted the Debtors and the Debtors' other professionals in negotiations with various landlords to obtain approvals of such bid procedures.

DJM aggressively marketed the Debtors' Leases for sale and negotiated with potential assignees and purchasers and negotiated with landlords to terminate leases

and/or obtain necessary related lease modifications or consents. DJM worked closely with the Debtors and the Debtors' other professionals to prepare for, attend and participate in auctions for the Leases. Throughout that process DJM provided advice to the Debtors designed to maximize the price paid for such assets.

As a result of DJM's efforts, the Debtors realized over \$17,000,000 in Gross Proceeds from the disposition of Leases. As set forth in Section 3(b) of the Agreement, DJM's fee for Lease dispositions is equal to 3.75% of Gross Proceeds. DJM's total Lease disposition fees equaled \$642,299.56 and DJM has been paid that amount. All Lease disposition fees were previously approved by the Court pursuant to DJM's First through Seventh Interim Fee Applications. Invoices for all Lease dispositions are attached as part of composite Exhibit C hereto.

(b) Disposition of Owned Properties

DJM assisted the Debtors on numerous occasions related to the closing on the sale of Owned Properties. In that regard, DJM provided advice as to the form of marketing materials, transaction documents and bid procedures. DJM aggressively marketed the Owned Properties for sale, showed the properties to potential purchasers and negotiated with potential purchasers. DJM worked closely with the Debtors and the Debtors' other professionals to prepare for and complete sale closings. Throughout that process DJM provided advice to the Debtors designed to maximize the price paid for such assets.

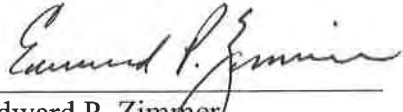
As a result of DJM's efforts, the Debtors realized over \$38,000,000 in Gross Proceeds from the sale of Owned Properties. As set forth in Section 3(b) of the Agreement, DJM's fee for Owned Property sales is 3.25% of such Gross Proceeds. DJM's total Owned Property disposition fees equaled \$1,254,496.75. DJM has been paid \$1,163,659.25 of that amount as previously approved by the Court pursuant to DJM's First through Seventh Interim Fee Applications. The remaining \$90,837.50 of fees relate to the sale of the Debtors' Owned Properties in Richmond, VA and Sarasota, FL, which sales closed during the Eighth Interim Period. Invoices for those sales, dated August 25, 2010 and September 16, 2010, respectively, are included as part of composite Exhibit C hereto.

(c) Expense Reimbursement.

Section 4 of the Agreement, as amended, provides that DJM will be reimbursed by the Debtors for reasonably incurred out-of-pocket and travel expenses, not to exceed, in the aggregate, \$100,000. DJM has billed the Debtors for such expense reimbursement in the total amount of \$81,854.05. DJM has been paid \$80,773.14 of that amount as previously approved by the Court pursuant to DJM's First through Seventh Interim Fee Applications. The remaining \$1,080.91 of expenses was incurred during the Eighth Interim Period.

WHEREFORE, DJM requests that the Court (i) approve DJM's request for reimbursement of expenses in the total amount of \$81,854.05, (ii) allow DJM's fees in the total amount of \$1,896,796.31, (iii) direct the Debtor to pay to DJM the remaining amounts of \$1,080.91 of expenses incurred and \$90,837.50 of fees earned, and (iii) grant DJM such other and further relief as the Court deems just and proper.

DJM REALTY SERVICES, LLC

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Dated: December 7, 2010

Dated: December 16, 2010
Richmond, Virginia

MCGUIREWOODS LLP

/s/ Douglas M. Foley
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